



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



15 September, 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 22274-A FILED

SEP 21 '00 12-49 PM

TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (2) original copies of the Memorandum of Amendment No. 1 dated as of August 16, 2000, between the following parties:

Lessee: Vicksburg Chemical Company
421 Leader Street
Marion, OH 43302

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 dated August 16, 2000 related to five (5) railcars bearing reporting marks DJTX 60902, 60910, 60913, 60918, 60919.

Please file this as a secondary document under the Recordation Number 22274-A, as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 22274.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check #12821. Please return the original to my attention.

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Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

A handwritten signature in black ink, appearing to read 'Barb Brzezicki', with a stylized, looped flourish at the end.

Barb Brzezicki

Documentation Coordinator

JOSEPH TRANSPORTATION SERVICES

**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

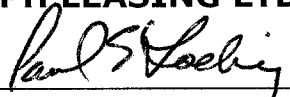
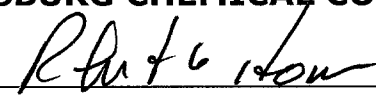
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SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT** ("Memorandum of Amendment No. 1") entered into this 16th day of August, 2000, is intended to evidence the amendment dated as of July 31, 2000 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **VICKSBURG CHEMICAL COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the five (5) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated May 24, 1999, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on July 23, 1999 with Recordation No. 22274. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 22274-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

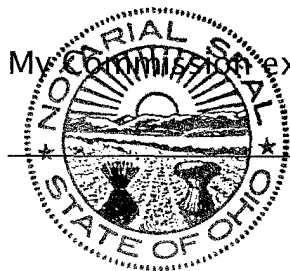
JOSEPH LEASING LTD.By: Name: Paul LoebigTitle: Vice PresidentDate: August 16, 2000**VICKSBURG CHEMICAL COMPANY**By: Name: Robert G. HoppTitle: Vice PresidentDate: 8/21/01

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 16th day of August, 2000, by Paul Loebig, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Linda M. Baughman
Notary Public



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
)
COUNTY OF MARION)

SS:

The foregoing instrument was acknowledged before me this 21st day of August, 2000, by Robert G. Hopp, the Vice President of Vicksburg Chemical Company, a Delaware corporation, on behalf of the corporation.

Sheila Irej
Notary Public



SHEILA IREJ
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES NOVEMBER 4, 2000

EXHIBIT A

To the Memorandum of Amendment No. 1 dated 16th, 2000, between Joseph Transportation Services, Inc. and Vicksburg Chemical Company.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks as follows:

DJTX 60902, DJTX 60910, DJTX 60913, DJTX 60918 and DJTX 60919